

Attachment B - Articles of Organization and Certificate of Authority

See Attached



# The State of Texas

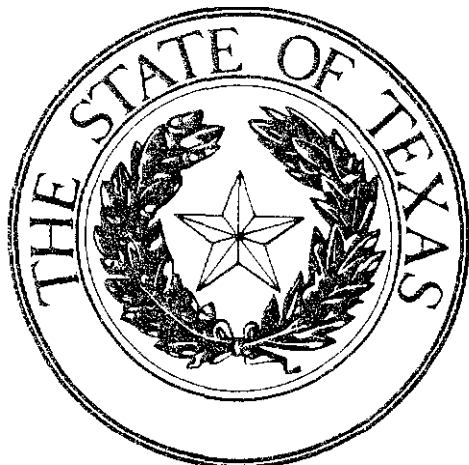
## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

ENCOMPASS COMMUNICATIONS, L.L.C.  
FILE NO. 7068850-22

ARTICLES OF ORGANIZATION

MAY 22, 2000



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 8, 2000.*

Elton Bomer  
Secretary of State

BAM

**ARTICLES OF ORGANIZATION**  
**OF**  
**ENCOMPASS COMMUNICATIONS, L.L.C.**

FILED  
In the Office of the  
Secretary of State of Texas

MAY 22 2000

Corporations Section

I, the undersigned natural person of the age of eighteen years or more, acting as the organizer of a limited liability company (the "Company") under the Texas Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

**ARTICLE I.**

The name of the Company is Encompass Communications, L.L.C.

**ARTICLE II.**

The period of duration of the Company is perpetual.

**ARTICLE III.**

The purpose for which the Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the Texas Limited Liability Company Act.

**ARTICLE IV.**

The address of the Company's principal place of business in Texas is as follows:

119 W. Tyler Street  
Longview, Texas 75601

**ARTICLE V.**

The name and address of the Company's initial registered agent in Texas is as follows:

Larry Luna  
119 W. Tyler Street  
Longview, Texas 75601

## ARTICLE VI.

The Company is to be managed by one or more managers. The names and addresses of the person who is to serve as manager until the first annual meeting of members or until his successors are elected and qualified are as follows:

Mr. Tim Martin  
119 W. Tyler Street  
Longview, Texas 75601

Mr. Ronnie Martin  
119 W. Tyler Street  
Longview, Texas 75601

Mr. Ron Hutchison  
119 W. Tyler Street  
Longview, Texas 75601

Mr. Larry Luna  
119 W. Tyler Street  
Longview, Texas 75601

## ARTICLE VII.

The name and address of the organizer of the Company is as follows:

Gregory J. Wright  
211 E. Tyler, Suite 821  
Longview, Texas 75601

## ARTICLE VIII.

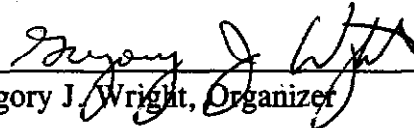
No manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except for liability of a manager for (i) a breach of such manager's duty of loyalty to the Company or its members, (ii) an act or omission not in good faith that constitutes a breach of duty of such manager to the Company, (iii) an act or omission of such manager which involves intentional misconduct or a knowing violation of the law, (iv) a transaction from which such manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's position, or (iv) an act or omission for which the liability of such manager is expressly provided for by an applicable statute. If the Texas Limited Liability Company Act, the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the

liability of a manager of the Company shall be eliminated or limited to the fullest extent permitted by the Texas Limited Liability Company Act, the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended. Any repeal or modification of the foregoing provisions by the members shall not adversely affect any right or protection of a manager existing at the time of such repeal or modification.

#### ARTICLE IX.

These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the affirmative vote of members owning more than fifty percent (50%) in interest of all of the membership interests in the Company then outstanding.

IN WITNESS WHEREOF, the undersigned organizer has signed these Articles of Organization on the 17<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
Gregory J. Wright, Organizer



# The State of Texas

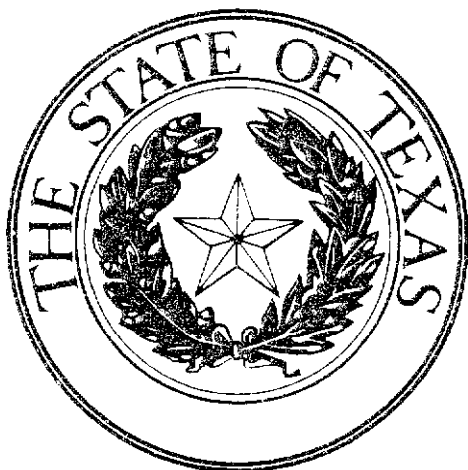
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Organization of

**ENCOMPASS COMMUNICATIONS, L.L.C.**

File No. 7068850-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
Austin, Texas on September 8, 2000.*

Elton Bomer  
Secretary of State

BAM



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 12, 2000

0046923-8

TCS CORPORATE SERVICES INC  
1 W OLD STATE CAPITAL PLZ, 805  
SPRINGFIELD, IL 62701-0000

RE ENCOMPASS COMMUNICATIONS, L.L.C.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

January 1998

George H. Ryan  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
<http://www.sos.state.il.us>

*Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."*

**Illinois  
Limited Liability Company Act**

**Application for Admission to Transact Business**

Must be typewritten

This space for use by Secretary of State

Date 10/12/2000  
Assigned File # 00469238  
Filing Fee \$400.00  
Penalty JE  
Approved:

**FILED**

OCTOBER 12, 2000

LIMITED LIABILITY CO. DIV.  
JESSE WHITE  
SECRETARY OF STATE

**PAID**

OCTOBER 12, 2000

1. Limited Liability Company name: ENCOMPASS COMMUNICATIONS, L.L.C.  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)

2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)

3. Federal Employer Identification Number (F.E.I.N.): 75-2880834

4. Jurisdiction of Organization: Texas

5. Date of Organization: May 22, 2000

6. Period of Duration: Perpetual  
(See #14 on back)

7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

119 W. Tyler		Ste. 260
Number	Street	Suite
Longview	TX 75801	Gregg
City/State	ZIP Code	County

8. Registered agent: TCS Corporate Services, Inc.

First Name	Middle Name	Last Name
Registered Office: <u>One West Old State Capital Plaza</u> Ste. 805		
Number	Street	Suite #
(P.O. Box or c/o are unacceptable) <u>Springfield</u>	<u>Illinois</u>	<u>62701</u>
City	County	ZIP Code

9. The date on which this foreign LLC first did business in Illinois: upon qualification



LLC-45.5

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

Provide Telecommunication Services

BUSINESS  
CODE

11. The limited liability company is managed by:

☒ manager(s)  
☐ vested in member(s)

12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated September 1, 2000

SIGN  
AS  
MANAGER  
ONLY

R. Hutchison

(Signature)  
(Signature must comply with Section 5-45 of B.I.C.A.)

Ron Hutchison, Chairman of the Board

(Type or print name and title) Manager

\*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)